

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

BOKF, N.A., solely in its capacity as successor
Indenture Trustee for the 12.75% Second-
Priority Senior Secured Notes due 2018,

Plaintiff,

v.

CAESARS ENTERTAINMENT
CORPORATION,

Defendant.

UMB BANK, N.A. solely in its capacity as
Indenture Trustee under those certain
indentures, dated as of June 10, 2009, governing
Caesars Entertainment Operating Company,
Inc.'s 11.25% Notes due 2017; dated as of
February 14, 2012, governing Caesars
Entertainment Operating Company, Inc.'s 8.5%
Senior Secured Notes due 2020; dated August
22, 2012, governing Caesars Entertainment
Operating Company, Inc.'s 9% Senior Secured
Notes due 2020; dated February
15, 2013, governing Caesars Entertainment
Operating Company, Inc.'s 9% Senior Secured
Notes due 2020,

Plaintiff,

v.

CAESARS ENTERTAINMENT
CORPORATION,

Defendant.

NOTICE OF JOINT MOTION IN LIMINE FOR AN ORDER (I) HOLDING THAT
SECTIONS 12.02(c)(i), (ii), AND (iii) OF THE INDENTURES ARE UNAMBIGUOUS AS
A MATTER OF LAW AND THAT THEY WERE INTENDED TO BE READ
CONJUNCTIVELY AS WRITTEN; OR REGARDLESS OF AMBIGUITY, (II)
EXCLUDING PAROL EVIDENCE PROFFERED BY CEC WITH RESPECT TO THE
MEANING OF THOSE SECTIONS

PLEASE TAKE NOTICE that upon this Notice of Motion; the accompanying Memorandum of Law; the supporting Declaration of Andrew I. Silfen, dated February 5, 2016 and the exhibits thereto; and all other papers and proceedings in this action, plaintiff in the first above-captioned action, BOKF, N.A. (“BOKF”)¹ and plaintiff in the second above-captioned action, UMB Bank, N.A. (“UMB,”² and together with BOKF, the “Trustees”) by and through their respective counsel, Arent Fox LLP and Katten Muchin Rosenman LLP, will respectfully move this Court, in Courtroom 15C of the United States Courthouse located at 500 Pearl Street, New York, New York 10007, before the Honorable Shira A. Scheindlin, U.S.D.J., at a time to be determined by the Court, pursuant to Federal Rules of Evidence 401, 402 and the local rules of this Court, for an order (I) holding that Sections 12.02(c)(i), (ii), and (iii) of the Indentures are unambiguous as a matter of law and that they were intended to be read conjunctively as written; or regardless of ambiguity, (II) excluding parol evidence proffered by Defendant Caesars Entertainment Corporation with respect to the meaning of those sections.

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¹ BOKF appears solely in its capacity as successor Indenture Trustee for the 12.75% Second-Priority Senior Secured Notes due 2018 (the “Second Lien Notes”).

² UMB appears solely in its capacity as Indenture Trustee under those certain indentures, as amended and supplemented, dated as of June 10, 2009, governing Caesars Entertainment Operating Company, Inc.’s (“CEOc’s”) 11.25% Senior Secured Notes due 2017; dated as of February 14, 2012, governing CEOC’s 8.5% Senior Secured Notes due 2020; dated August 22, 2012, governing CEOC’s 9% Senior Secured Notes due 2020; and dated February 15, 2013, governing CEOC’s 9% Senior Secured Notes due 2020 (the “First Lien Notes,” and together with the Second Lien Notes, the “Notes”).

Respectfully submitted,

Dated: New York, New York
February 5, 2016

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*Attorneys for BOKF, N.A., solely in its capacity as
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Attorneys for Plaintiff UMB Bank, N.A. solely in its capacity as successor Indenture Trustee under the Indentures governing the First Lien Notes